



## **Terms of Reference**

### **PCRS Executive Committee**

#### **Definition**

The PCRS Executive is the main standing committee of Primary Care Respiratory Society UK that is responsible for leading, developing and implementing the activities of the charity. The PCRS Executive is accountable to the PCRS trustees.

The PCRS Executive is the key leadership team within PCRS upon whom it is incumbent to inspire, motivate and provide the appropriate direction to the membership and external groups to achieve the Charity's mission ('Optimal Respiratory health for all').

The Trustees are responsible for providing the financial, governance and performance management framework within which the PCRS Executive operates. The trustees, in accordance with the Charities Act, are 'the people responsible under the charity's memorandum and articles of association for controlling the management and administration of the charity'.

#### **Composition of the Executive**

The Executive shall consist of 12 elected members and should comprise a balance of doctors (GPs, and respiratory specialist doctors), nurses (primary care and community respiratory specialist nurses) and other health professionals (e.g. physiotherapist, pharmacists). All elected members of the Executive must be Members of PCRS (i.e. formal 'company members'). At least 3 of the elected members shall be GPs active in clinical practice and at least 3 shall be nurses active in clinical practice.

The elected members (and the Chair if he/she is not an elected member) shall be the only members of PCRS Executive with voting rights.

The Executive shall have the power to co-opt up to 4 additional members as it sees fit for a period of up to three years. This may include the immediate past Chair plus any additional experts that the PCRS Executive deem necessary.

The Executive Director is invited and expected to attend PCRS Executive meetings as an ex officio member. The Executive Director will act as secretary to the Executive, supported by the PCRS Operations Team. The Executive Director is directly accountable to the Trustees and is responsible for advising the Trustees based on his/her professional judgment, which may not necessarily concur with the views of PCRS Executive.

#### **Powers and Responsibilities**

The Executive supported by the Executive Director shall be responsible for:

- Formulating recommendations for the trustees on the strategic direction of the PCRS and its short, medium, and long-term business plans
- Securing the funding and other resources required to deliver the agreed strategic direction and business plans
- Communicating the Charity's vision and plans to the membership and external stakeholders
- Implementing the approved annual business plan, reporting progress and any deviations to the trustees
- Identifying and responding to business opportunities as they arise, seeking approval from trustees for any activity outside the agreed business plan
- Determining and making recommendations on the PCRS membership schemes, fees and packages of benefits to the trustees
- Managing the appointment process for its elected and co-opted members

- Identifying and recommending to the trustees' suitable candidates for Chair, PCRS Executive
- Allocating and where appropriate delegating responsibilities within the Executive, ensuring role descriptions and/or agreements are in place for each lead role (and any other delegated responsibilities) and are approved by the Trustees
- Establishing sub committees and other working groups as required to conduct the charitable activities of the Charity and ensuring terms of reference are in place and approved by the trustees
- Succession planning for the Executive and its sub committees
- Contributing to the performance appraisal of the Chair and Chief Executive
- Identifying the operational and other support required by the PCRS and making recommendations to the Trustees on the best means of delivering this (e.g. staff, contractors)
- Ensuring all PCRS activities are conducted in line with agreed PCRS strategic direction and policies/procedures.

All members of the Executive and Chief Executive are expected to abide by the PCRS code of conduct.

### **Elected Executive Members**

Membership of the Executive shall be for three years. Thereafter, the Member is entitled to reapply for Executive Membership as and when vacancies occur. No member shall serve more than 3 consecutive terms of office, unless a resolution is passed by the trustees authorising election for a further term.

Except when a member resigns before the end of their Term of Office, the usual Term of office shall run from the 1<sup>st</sup> January and end on the 31<sup>st</sup> December. When an Executive vacancy occurs, either by resignation or completion of a term of office, nominations for Executive membership will be requested from PCRS members by the Chair. Nominations are requested in October of each year to allow for the election process to be carried out before the end of the December and appointments to start from 1<sup>st</sup> January.

Dependent on the vacancy arising, nominations will be sought for GP, nurse or any other health professional members.

The list of nominees will be circulated to the trustees who will approve the final list to be distributed to all the PCRS membership.

If the number of nominees corresponds to the number and nature of Executive vacancies then those nominees will be elected automatically to the Executive without recourse to a vote. If the number of nominees exceeds the number of places available, members will be invited to vote online for as many candidates as they wish up to a maximum corresponding to the number of available vacancies. No voting preference will be required. Votes not submitted by the closing date will be invalid. The appropriate number of nominees with the highest votes cast will be elected to the available places on the Executive. In the event of a tied number of votes for the final position, PCRS executive elected members and any co-opted PCRS leads (defined as senior management personnel) will be asked to vote between the candidates. In the event of a tied result, the Chair PCRS executive will cast the deciding vote.

### **Chair**

A chair shall be elected from within the PCRS Executive elected members.

The Chair's term of office shall be up to three years from the date of his / her appointment as Chair. The Chair shall be an ex officio member once his / her elected term is complete. The Chair may serve a maximum of two consecutive terms of office. The responsibilities of the Chair shall be specified in a

role description approved by the trustees. The Chair shall receive an honorarium at a level determined by the PCRS Executive and approved by the trustees.

A Chair 'designate' will be appointed 12 months in advance of the end of the Chair's term of office. The chair designate shall be a practising healthcare professional experienced in primary, community and/or integrated care.

Nominations for the Chair-ship shall be requested by, and shall be presented in writing to, the current Chair (or his/her nominee) 3 months before the chair elect is to be appointed.

Following receipt of nominations, an unopposed nominee for Chair-ship will be presented to the Trustees for their approval and consequent to that, elected as Chair. In the event of there being more than one nominee, the Chair will write to all Executive Members informing them of such; an online vote will be taken whereby each elected Executive Member (excluding the nominees) shall have one vote each. The nominee with the highest number of votes cast will be presented to the trustees for their approval and consequent to that, elected as Chair. In the event of a tied vote the current Chair will have the casting vote as to which candidate is presented to the trustees. The current Chair (or his/her nominee) will notify the Executive of the outcome of the process.

### **Vice Chair**

A Vice Chair shall be appointed by the Executive from within the Executive. The Vice Chair's term of office shall be up to three years from the date of his / her appointment as Vice Chair. The responsibilities of the Vice Chair shall be specified in a role description agreed by the Executive. The Vice Chair shall receive an honorarium at a level determined by the PCRS Executive and approved by the trustees.

The Chair/Vice-chair may serve a maximum of two consecutive terms of office. Nothing in these terms of reference prevent the vice chair from applying to be chair-designate and serving as both chair-designate and vice chair subject to successful election as per the processes outlined above.

### **Removal of Executive Members**

Any member of the Executive shall cease to hold office if he / she:

- ceases to be a member of PCRS
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
- resigns his office by notice to the Chair, PCRS Executive or in the case of the Chair by notice to Chair, Trustees
- is absent without the permission of the Executive from two consecutive meetings and the Executive resolve that his/her office be vacated
- Receives a vote of no confidence or is deemed to have brought the Charity into disrepute and is asked by a majority of the Executive to resign. The member concerned may appeal to the Trustees.

### **Executive Proceedings**

The Executive shall meet regularly, at least twice a year.

A meeting of the Executive may be held in person or by suitable electronic means agreed by the members in which, all participants may communicate simultaneously with all other participants.

A quorum of the Executive shall be four *elected members*.

Decisions made by the Executive shall be by simple majority verdict unless otherwise specified in these terms of reference. All elected Executive Members shall have equal voting rights. In the event of there being a tied vote, then the Chair will have an additional casting vote.

Conflicts of interest will be declared at the start of each meeting in line with PCRS conflict of interest policy.

All Executive Meetings are to be minuted, with the minutes to be presented at the next Executive Meeting, and ratified by the Executive as agreed, and then signed by the Chair. Draft minutes approved by CE and Chair are to be circulated to Trustees within 2 weeks of an Executive meeting and presented at the next trustees' meeting. Any changes to the minutes are to be communicated to the trustees within two weeks of the minutes being ratified.

### **Executive Expenses**

Travel costs payable to the individual and locum costs payable to the practice will be reimbursed for Committee members attending Meetings of the Committee. Expenses will be paid upon presentation of a completed [PCRS expenses claim form](#). Car travel costs will be reimbursed at a rate of 45p per mile and rail or air fares will be refunded at standard class upon presentation of a valid receipt. Locum costs will be paid upon receipt of an invoice from the practice.

Individuals may claim up to a total of £400 (£200 for a half day zoom committee meeting) in respect of loss of earnings if attendance would not be possible without reimbursement or individual would experience hardship without claiming.

Alternatively backfill expenses can be reimbursed to Committee members' host organisations at the same rates. Childcare costs (or other care costs related to a dependent) may be claimed as an expense in lieu of 'loss of earnings', backfill or a locum fee.

### [Standard Clauses for Committee Terms of Reference](#)

<b>Last reviewed by PCRS Executive:</b>	November 2022
<b>Last Approved by Trustees</b>	November 2022
<b>Next Review Date:</b>	November 2024